

Exhibit 3

From: Barb Kelly
Sent: Tuesday, April 20, 2010 11:49 AM
To: Jeff Gaura
Cc: Dan Whitt
Subject: Marble delivered to 2413 Airport Road - see below FEDEX DOES NOT DELIVERY ON SATURDAYS

Importance: High

Fed ex tracking for Marble PO :

017136238129531 – example:

Attention To:	ANTHONY
Address 1:	CHEROKEE COUNTY SCHOOLS
Address 2:	2413 AIRPORT RD
Address 3:	CCS-MARB-EG
City, State, Zip:	MARBLE NC 28905-8876

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Detailed Results

Notifications

Tracking no.: 017136238129531

Select time format: [12H](#) | [24H](#)

[E-mail notifications](#)

Delivered



Delivered

Delivered
Signed for by: AMARTIN

Shipment Dates

Ship date ⓘ May 19, 2009

Delivery date ⓘ May 21, 2009 11:59 AM

Destination

Marble, NC

[Signature Proof of Delivery](#) ⓘ

Shipment Facts

ⓘ

Service type	FedEx Ground-U.S.	Purchase order number	CCS-MARB-EG
Weight	22.0 lbs/10.0 kg	Invoice number	701039311

Shipment Travel History

ⓘ

Select time zone: [Local Scan Time](#)

017136238129548

017136238129531

013840240488121

013840240488114 – this tracking and the above 3 signed by A Martin

017136238769454 –this signed by - Signed for by:

CHUBBER - May 29, 2009 10:48 AM

013840240693693 –signed by RRIGGS - May 28, 2009 10:57 AM

017136239108023 –s Signed for by: ALONG - Jun 2, 2009 5:12 PM

This is for Marble location, let me know what else you want☺

Barbara Kelly

☎ (980) 297-7138

Professional Network Consultants

Exhibit 4

--- - --

From: Barry Pace

To: erate1@aol.com; anthony.martin@cherokee.k12.nc.us; jeana.hardin@cherokee.k12.nc.us

CC: Ed Chase; Rebecca Miller

Date: Friday, November 7, 2008 1:42 PM

Subject: Re: E-rate Expertise Request - For Cherokee

Dear Anthony,

After talking with Greg again, and with Jeana, and looking at your state reported data that PIA Review is seeing... <http://www.ncwiseowl.org/erate/discount.htm>, I recommend asking for an extension today.

Then I recommend looking at the state reported data, looking at Child Nutrition's data, and possibly taking all the surveys you have in hand and recalculating NSLP percentage based on all survey's returned, and seeing if any of those schools listed on the funding request are still at 90%. If any are then maybe going to the PIA Reviewer with something like... "Now that we understand we want to drop these schools and keep these remaining schools at the new combined discount."

If none of the three scenarios mentioned above put any of the schools listed in the funding request at 90% then I would drop back and punt this request and start working on Internal Connections for next year.

This could also affect your non-discount share percentage for Priority I requests that may or may not have already been funded.

Sincerely,

Barry Pace

Technology Services
School Connectivity Team
State Education E-Rate Specialist
NC Department of Public Instruction

>>> <erate1@aol.com> 11/7/2008 9:24 AM >>>

Anthony,

The survey results would, in my opinion, invite further scrutiny from the SLD. The statistical probability of having every school return exactly 50 percent of the surveys and have the eligibility percentage of 75 percent for each and every school is astronomical.

Is there someone at the district willing to swear that the survey tallies were done accurately and all returned surveys were used in the calculation? If so, the only thing I would add is a sentence explaining the columns on the grid correspond with the reviewer's questions.

Greg Weisiger
E-Rate Central
(804) 302-4406

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-----Original Message-----

From: Martin, Anthony <anthony.martin@cherokee.k12.nc.us>

To: Barry Pace <bpace@dpi.state.nc.us>; erate1@aol.com; Rebecca Miller <RMiller@dpi.state.nc.us>

Sent: Fri, 7 Nov 2008 8:28 am

Subject: RE: E-rate Expertise Request - For Cherokee

Barry, Greg, and Rebecca:

Thanks for your taking time to look at this. See below my current iteration for the response due today.
one attached statement signed by an administrative authority at each location.

Thoughts? You can reach me best on the cell phone today 828-361-2163.

ASM

Anthony S Martin

WAN Engineer

Network Operations

From: "Hardin, Jeana"
To: Barry Pace
Date: Thursday, April 16, 2009 7:09 AM
Subject: Re: Cherokee County

Barry,

The 27-29 will be wonderful! Thank you so much. Just let me know what you need!

Thanks,

Jeana

From: Barry Pace
To: Hardin, Jeana; Ed Chase ; Peter Asmar
Sent: Thu Apr 16 06:58:23 2009
Subject: Re: Cherokee County
Dear Jeana,

I would be honored to serve at such a crucial time. In preparation please let me know if either April 27-29 or May 4-6 works for you. I will reach out to you soon with a list of the information I will need before and upon arrival.

Thanks,

Barry Pace
State Education E-Rate Specialist
(Southwest, Northwest, & North Central Regions)
NC Department of Public Instruction
Cell: 919-210-2588

>>> "Hardin, Jeana" <jeana.hardin@cherokee.k12.nc.us> 4/16/2009 4:41 AM >>>

Ed,

We truly appreciate the the time and guidance that you and John allowed for us yesterday. Your expertise comes at a very necessary time. We covered so many aspects from conectivity to E-rate. As a rookie to the e-rate process, I would really appreciate a follow up with Barry Pace regarding some of the issues we discussed. Barry has already been of tremendous help. He is definitely on our speed dial, but our superintendent has requested somewhat of an internal audit regarding our impending 2.5 million dollar e-rate project. There are whispers of issues in neighboring county with vendor involvement and having granted this same vendor our contracts, we'd like another set of eyes on our documentation before we begin. You have already been a tremendous help as I stated before, but if this request could also be considered, it would be greatly appreciated.

Best Regards,

Jeana Hardin

From: Barry Pace
To: NC E-Rate Coordinators Information List for E-Rate issues in NC
Cc: Rebecca Miller

NCDPI E-rate Services Example-Audit

April 20, 2009

Cherokee County Schools
Attn: Jeana Hardin
911 Andrews Road
Murphy, NC

Dear Ms. Hardin:

NCDPI E-rate Services is happy to provide this "example-audit" as a service to Cherokee County Schools. This "example-audit" is being provided at the request of the district for informational purposes only. All documentation provided to Cherokee County Schools during and following this "example-audit" is merely intended to provide document retention and internal control validation and feedback to district personnel. Be aware that question provisioning and program rules interpretation differs from one audit firm to the next.

In this "example-audit" we plan to conduct a compliance attestation examination of the Cherokee County Schools located in Murphy, NC, beginning the week of April 27, 2009. We anticipate that onsite fieldwork will take approximately three days (actual FCC contracted audits typically take weeks), however the efficiency of the examination will depend on the availability and the condition of the documentation made available prior to and during the course of the examination.

This examination will cover applications/disbursements from the Universal Service Fund related to all Funding Year 2007 through 2009 funding requests.

This examination relates to your compliance with FCC Rules for the S & L Program. Specifically, your organizations compliance with the applicable requirements of Title 47 of the Code of Federal Regulations (C.F.R) Sections 54.500 through 54.523 of the Federal Communications Commission's (FCC) Rules and Regulations for Universal Service Support for Schools and Libraries, as amended.

This "example-audit" is being performed onsite by the following agency personnel:

Barry Pace (919-210-2588)

The examination will focus on the eligibility of products and services, the accuracy of discount calculations, the timely approval of technology plans, the service provider selection process, the documentation supporting the reimbursements, the location and physical identification of any equipment acquired, record keeping, CIPA compliance, and other related areas.

Included as an attachment to this letter is a list of the documentation (Attachment A) that we will need to effectively perform the examination.

In addition we are required to gain an understanding of your organizations internal control environment related to the Schools and Libraries Support Mechanism funding. Included as an attachment to this letter is an internal control questionnaire (Attachment B) to be completed by the district contact person.

In order to be able to perform our examination efficiently and effectively, please also provide office space and internet connectivity during our visit to your location.

Please understand that contracted auditing firms have equal access to request and view documents as does the USAC Internal Audit Department.

We will conduct an entrance conference and an exit conference. We may need to meet with key individuals involved in your Schools and Libraries Support Mechanism process while on site.

The results of an actually FCC contracted audit, along with your responses, would be presented in a draft report to USAC and the FCC Office of Inspector General (OIG). Upon review and approval of the report by USAC Management and the FCC OIG, the report would be distributed to the appropriate parties. Our "example-audit" results will be emailed to the district contact person as soon as possible following the exit conference.

The following URL provides some additional information to assist your understanding of this examination: <http://www.sl.universalservice.org/reference/bestpractices.asp>

If you have any questions or concerns please feel free to contact me.

Sincerely,

Barry W. Pace
NCDPI E-rate Specialist
(919) 210-2588

Attachment A

Documents To Be Made Available

1. Technology plan(s), technology plan amendments, and technology plan approval letters covering the Funding Year(s) identified in the letter.
2. Approved budget(s) (or budget drafts) for the technology plans in item 1 above as well as for the applicant's non-discount share.
3. Note: Contracted auditors would ask for copies of audited financial statements for the Funding Year(s) identified in the accompanying letter and a copy of the most recent statements. It is not necessary to provide audited financial statements for the purposes of this "example-audit".
4. General description of the information technology environment and a high-level network diagram. (The description should include how S&L Program funding for internal connections is being used in the IT environment.)
5. Method used and documentation supporting the discount calculation.
6. Copies of your Internet Safety Policy and other documentation supporting compliance with the Children's Internet Protection Act (CIPA). (Including public notice/public hearing documentation.)
7. Fixed asset register or other records listing for all S&L Program funded equipment that was acquired and reimbursed during the Funding Year(s) identified in the letter.
 - a. Make
 - b. Model
 - c. Serial Number
 - d. Physical Location (including room number and movement history)
 - e. Date Installed
 - f. FRN
 - g. Customer Invoice Reference Number(s)
8. Copies of all relevant contracts and written agreements with service providers and consultants for the period(s) identified in the letter. (Including any amendments.)

9. Record Retention Policy that applied to and was followed for S&L Program documentation.
10. Copies of the following forms (if applicable) for the Funding Year(s) identified in the letter:
 - a. FCC Form 470
 - b. FCC Form 471
 - c. FCC Form 486
 - d. FCC Form 472 (if applicable)
 - e. FCC Form 500 (if applicable)
11. All documentation associated with above FCC Form(s) 471 and selected FRN(s) to include, but not limited to, service substitution approval letters and equipment transfer notification letters to USAC.
12. When FCC Form 472 (BEAR) is used:
 - a. Copy of canceled checks written to the service provider
 - b. Copy of bank statement and any other supporting documentation to confirm receipt of the discounted portion from the service provider
13. When FCC Form 474 (SPI) is used, copy of canceled check written to the service provider to cover the non-discounted portion.
14. Copies of local and state procurement regulations pertaining to contracting for the purchase of telecommunications, Internet access, internal connections, and basic maintenance of internal connections.
15. Copies of all information related to the service provider selection process including, but not limited to:
 - a. RFPs or bidding specifications
 - b. All bids received (both winning and losing)
 - c. All correspondence (including informal communications) with potential selected service providers
 - d. Bid evaluation worksheets

- e. Memorializations (i.e. no responses, existing contract, etc.)
 - f. Meeting minutes for discussions and selection of service providers
16. Copy of relevant meeting minutes during the period(s) being examined were the S&L Program was an agenda item.
 17. Copies of contract(s) and/or invoices for the technology protection measure (i.e. Internet filter) in place during the Funding Year(s) identified in the letter.
 18. Copies of filtering logs for the technology protection measure in place during the Funding Year(s) identified in the letter.
 19. Relevant bills and invoices.
 20. Note: Contracted auditors would ask for contact information for School Board Members, Superintendents, Principals (if beneficiary is an individual school), Finance Officer, and Consultant (if applicable).
 21. Completed Internal Control Questionnaire (see Attachment B).

Attachment B

Internal Control Questionnaire

Property Management

To comply with S&L Program rules and to be able to demonstrate compliance, USAC has urged that beneficiaries “maintain an updated list or file of the status of all work, in order to monitor both the progress of the project and the expenditure of approved funds related to the project.” Furthermore, USAC urges that beneficiaries “verify – either through an approved internal process or by an independent third party – that all work has been completed and that all equipment is operating properly.”

Control Question	Yes/No or NA	Description of Control
Do you have a property management system that records acquisitions, disposals, and locations of physical assets?		
Are physical assets funded through S&L Program included in the property management system?	(If “No” describe the system used for S&L Program funded assets and answer the following questions for that system.)	
Are S&L Program funded assets designated as such in the system?		
Are there policies and procedures that define usage of the property management system?		
Does the property management system include an identification number?		

Does the property management system capture the method of acquiring each physical asset and the date of the acquisition?		
Can individual assets in the property management system be traced to invoices and/or other records of receipt?		
Are there controls to ensure that the property management system is updated if physical assets are moved or disposed of?		
Do you perform physical inventories and reconcile the counts to the property management system? (If so, how often?)		
Does the property management system provide an audit trail of additions, changes, and dispositions of the physical assets?		
Are physical assets protected from theft?		
Do you maintain any excess inventory of S&L Program funded assets in a secure environment?		

Accounts Payable/Cash Disbursements

To comply with S&L Program rules and to be able to demonstrate compliance, USAC has urged that beneficiaries who use Form 472 (BEAR) to request reimbursement for approved expenses “review and approve the form to ensure that the work has been completed, that the service provider’s bill has been paid in full, and that the reimbursement amount requested is correct.” In addition, USAC urges that beneficiaries “maintain a file for each Form 472 (BEAR) submitted to USAC.”

For those who do not use Form 472 for reimbursement, USAC urges that the beneficiaries “review the Quarterly Disbursements Report provided by the Schools and Libraries Program to ensure any payments to service providers are consistent with work actually performed and discounts provided on bills received.”

Furthermore, USAC urges all beneficiaries to “maintain a spreadsheet which tracks either the Form 472 (BEAR) requests for reimbursement or the discounts (in the form of discounts on bills, checks, or credits) provided by the service provider to ensure the committed amount on the FRN(s) has not been exceeded.” See USAC guidance at <http://www.sl.universalservice.org/reference/bestpractices.asp>.

Control Question	Yes/No or NA	Description of Control
Are there policies and procedures that define how billings are recorded and vendor payments are made?		
Are all disbursements reviewed and approved before payment?		
Do you ever use Form 472 (BEAR) for reimbursement?	(If “Yes” continue with the next question. If “No” skip to 7.)	
Before you submit a Form 472, do you ensure the work is completed, the bill has been paid in full, and the amount invoiced is correct?		

<p>Do you maintain a file for each Form 472, which includes the following supporting documents, a) vendor invoice or a worksheet supporting the claim, b) proof of payment to the service provider, c) correspondence with the vendor regarding payments of the related invoices?</p>		
<p>Do you have a process to identify and remove non S&L Program eligible charges on invoices before submitting each FCC Form 472?</p>		
<p>When receiving discounted services from the service provider, do you maintain files that contain a) vendor invoice or reconciliation worksheet supporting the undiscounted portion of the S&L Program expenditure, b) proof of payment for the undiscounted portion, c) support that the discounted services billed were received and were approved by the Funding commitment Letter, and d) if possible, copies of the invoice submitted by the service provider to the Schools and Libraries Division?</p>		

<p>Do you review the “Quarterly Disbursements Report” provided by the Schools and Libraries Division to ensure that payments to service providers are consistent with the goods and services received from the service provider and the discounts shown on bills received?</p>		
<p>Do you maintain a spreadsheet or track by another method the total amount of the Form 472 (BEAR) requests and the discounts allowed by service providers to ensure that the FRN(s) has not been exceeded?</p>		
<p>Do your records provide the ability to track S&L Program funded assets from invoices to your property management system?</p>		

S&L Program Application & Contracting (FCC Forms 470 and 471)

To comply with S&L Program rules and to be able to demonstrate compliance, USAC has urged that beneficiaries maintain a file of the Services Requested and Certification Form (Form 470) and the Services Ordered and Certification Form (Form 471) applications.

Control Question	Yes/No or NA	Description of Control
Is a specific individual responsible for the S&L Program application process?		
Is the responsible individual knowledgeable in S&L Program requirements and processes?	(If "Yes", explain qualifications.)	
Are the FCC Form 470 and FCC Form 471 reviewed and approved by an appropriate official?		
Do you have a policies and procedures manual that summarizes the procurement process?		
Do you maintain an S&L Program application file containing the following? <ul style="list-style-type: none"> a) FCC Form 470 b) FCC Form 471 c) Requests for Proposal, if applicable d) Copies of all bids e) Documentation of the award process and the rationale for the bid 		

<p>award</p> <p>f) Copies of all related contracts</p> <p>g) Copies of all service provider invoices</p> <p>h) Copy of the board resolution for any contract award, and</p> <p>i) Any other related documentation</p>		
<p>Do you maintain a log of all communications with USAC, including the name of the person making the call, the time and date of the call, the name of the USAC employee who responded to the call, and the substance of the communication?</p>		
<p>Do you maintain a file of all change orders or documentation for verbal change orders?</p>		

Miscellaneous

In an actual audit program beneficiaries may be asked to complete several billing reimbursement reconciliation worksheets/spreadsheets. Examples will be displayed and discussed during the “example-audit” period.

Assertions/Certifications

In an actual audit program beneficiaries also would be asked to complete a compliance assertions/certification checklist and submit an assertions letter signed by the Superintendent, CFO, and E-rate Coordinator describing any non-compliance (reasons for non-compliance). An example assertions checklist and letter will be displayed and discussed during the "example-audit" period, but you will not be asked to complete such a document.

North Carolina Department of Public Instruction (NCDPI)
Connectivity Services/E-rate Services
In Regards to FY2008 Internal Connections Meeting: November 18, 2009
Exit Notes/Recommendations

Monday, November 23, 2009

A. Summary of Findings and Other Matters:

- a. Looking at a possible COMAD letter if audited. FCC Fifth Order says the party that is at fault is responsible for paying the money back. A full repayment of all equipment and installation for schools and administrative buildings deemed below 90 percent by the audit team. Using the survey calculations from Funds For Learning (most liberal option), no recovery would be necessary for equipment delivered and installed at Andrews Elementary, Andrews Middle, and Marble Elementary. A potential \$1.63 million could be requested along with non-discount share and ineligible billing from PNC at all other schools and the Network Operations Center. Additionally Priority 1 funding of approximately \$14,000 for the difference between 90% and 83% would need to be returned to USAC.
- b. Expect to pay 100% of the NOC VoIP ERN.
 - i. PNC already invoiced USAC for this.
- c. PNC invoiced USAC before the equipment was delivered and before a bill was submitted to Cherokee. This may fall just below a COMAD worthy offense; however, because PNC was at fault, a COMAD would be issued to PNC.
- d. It appears PNC may have over billed USAC. That would be a COMAD against PNC, but only for the difference. If you can prove that you notified PNC with "we do not want to proceed" language then that is what your appeal would say to the FCC if they ask you to return the money. The FCC would "issue a repayment demand letter to PNC" in that case. Anything communicated electronically that pre-dates the delivery date on the packing slips would help.
- e. Possible vendor rules infractions:
 - i. Invoicing USAC for more than 90% of invoice charges (or invoicing for services not delivered such as installation, which is absolutely a COMAD infraction on both counts).
 - ii. Invoicing USAC before equipment delivered to customer.
 - iii. Invoicing USAC before invoicing Cherokee, contrary to vendor certification on Form 474.
 - iv. Possible conflicts of interest

North Carolina Department of Public Instruction (NCDPI)
Connectivity Services/E-rate Services
In Regards to FY2008 Internal Connections Meeting: November 18, 2009
Exit Notes/Recommendations

B. Possible Courses of Action:

- a. **Check with Cisco to see if they will accept the return of equipment.**
 - i. If yes then return equipment to PNC using attorney recommended procedures.
- b. File Form 500 cancelling all the FY2008 PNC FRNs and zero the dollars. \$120,000 undisbursed.
 - i. Note: Approximately \$120,000 still undisbursed.
- c. Leverage infractions, procurement language, etc. to help PNC see the value in returning the funds.
- d. Submit a SPIN change request for the remaining 90% schools necessitating a return of funds to USAC for those schools.
 - i. Still looking at a COMAD for the lower discounted schools under SPIN change scenario.
- e. Work with PNC to reach an agreement to complete the work at the remaining 90% schools and return the funds for the other schools.

C. Recommendations:

- a. Inventory unopened equipment and convince Cisco that it would be in everyone's best interest to accept return of equipment.
- b. Convince PNC that it would be in their best interest to return everything that they have drawn down from USAC.
- c. Abandon the entire 2008 funding commitments for PNC and utilize 2009 funding requests which are pending at the lower 83 percent discount rate.
- d. Retain an E-rate attorney.
- e. Utilize the combined resources of NCDPI/E-rate Central/FFL as needed.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Request for Review of the)	CC Docket No. 02-6
)	CC Docket No. 96-45
Decision of the)	
Universal Service Administrative Company)	File No. _____
)	
By)	
)	
Cherokee County School District)	
)	

AFFIDAVIT OF PHILLIP COLVARD

1. My name is Phillip Colvard. I have the capacity to provide this Affidavit and am over the age of 21 and under no disability. I am a citizen and resident of Catawba County, North Carolina.

2. I am employed as an Account Manager for Professional Network Consultants (PNC), a position I have held since 2004. I have worked in the telecommunications field for more than 25 years. I graduated from high school in Cherokee County, North Carolina in 1978 and, after graduation, served in the United States Marine Corps until 1983.

3. PNC provides a full-range of technology solutions to its customers. The Cherokee County School System (CCS) has been a customer of PNC's since 2004. CCS has purchased services and equipment from PNC, including services and equipment eligible for discounts under the federal Schools and Libraries (SLD) program (E-Rate program).

4. In 2007 (Funding Year 10) CCS filed a Form 470 seeking bids for Priority Two services under the E-Rate program. PNC bid on and was awarded a contract to provide Priority Two services to Peachtree Elementary and Mountain Youth Elementary schools. The Universal Service Administrative Company (USAC) approved CCS's application for E-Rate funding for these two schools.

5. The discount percentage at which Priority Two services are funded varies year-to-year. In Funding Year 10, only two Cherokee schools qualified for Priority Two funding. CCS employees were disappointed that more Cherokee schools did not qualify. On several occasions in 2007, I discussed with several Cherokee employees that USAC rules allow for an alternative method, other than the Federal Free and Reduced Lunch program numbers, to calculate the discount percentage and that other school systems in North Carolina had used this method. I provided CCS with the name and number of Doris Sparks, who at the time was an IT manager at Mitchell County schools in North Carolina who had used this alternative survey method successfully. I have known Ms. Sparks since 2005.

6. On January 4, 2008, CCS filed a Form 470 with USAC for Funding Year 11 seeking bids to provide internal connections and basic maintenance of internal connections. PNC submitted a bid in response to this Form 470.

7. On January 3, 2008, I received a voicemail from Anthony Martin with CCS, who indicated he was trying to access the USAC website and was having problems doing so. I e-mailed him the URL for the Schools and Libraries Division home page at USAC's website. He responded by email, asking for the phone number of Ms. Sparks in order to